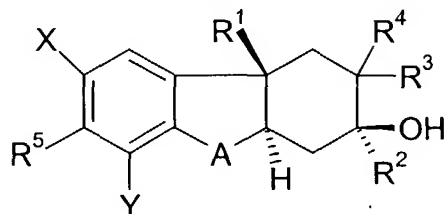
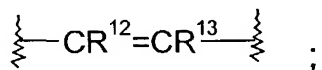
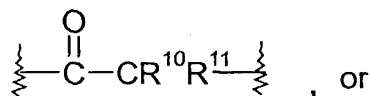
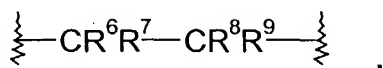


CLAIMS

1. A compound of the formula



wherein A is of the formula



X and Y are each independently hydrogen, fluoro, chloro, bromo, or (C₁-C₆)alkyl;

R¹ is (C₂-C₆)alkyl, (C₃-C₆)alkenyl, or optionally substituted benzyl; wherein said benzyl may be optionally substituted with one to three substituents independently selected from HO-, (C₁-C₆)alkyl-O-, halo and amino;

R² is (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₃-C₆)alkynyl, (C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl, (C₁-C₉)heterocyclyl, (C₁-C₉)heteroaryl, (C₆-C₁₀)aryl(C₁-C₄)alkyl, (C₁-C₉)heterocyclyl-(C₁-C₄)alkyl, (C₁-C₉)heteroaryl-(C₁-C₄)alkyl, or (C₃-C₁₀)cycloalkyl-(C₁-C₄)alkyl; wherein each of the aforesaid groups may optionally be substituted with one to three substituents independently selected from halo, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, or -CF₃;

R³ is hydrogen, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, (C₃-C₁₀)cycloalkyl, (C₁-C₉)heterocyclyl, (C₁-C₉)heteroaryl, or (C₆-C₁₀)aryl; wherein each of the aforesaid groups may be optionally substituted with one to three substituents independently selected from HO-, (C₁-C₆)alkyl-O-, halo and amino;

R⁴ is HO- or R¹⁴R¹⁵N-;

R⁵ is a radical selected from the group consisting of hydrogen, halo, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₃-C₆)alkynyl, (C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl-, (C₁-C₉)heteroaryl-, (C₁-C₉)heterocyclyl-, -OH, (C₁-C₆)alkyl-O-, (C₃-C₁₀)cycloalkyl-O-, (C₆-C₁₀)aryl-O-, (C₁-C₉)heteroaryl-O-, (C₁-C₉)heterocyclyl-O-, (C₃-C₁₀)cycloalkyl-(C₁-C₆)alkyl-O-, (C₆-C₁₀)aryl-(C₁-C₆)alkyl-O-, (C₁-C₉)heteroaryl-(C₁-C₆)alkyl-O-, (C₁-C₉)heterocyclyl-(C₁-C₆)alkyl-O-, R¹⁶R¹⁷N-(C=O)-, R¹⁶-(C=O)-(R²⁵-N)-, R¹⁶R¹⁷-N-SO₂-, R¹⁸-SO₂-, R¹⁸-SO₂-(NR¹⁹)-, R¹⁸-SO₃-, -C≡N, R¹⁸-(C=O)-O-, R¹⁸-(C=O)-, R¹⁶R¹⁷N-(C=O)-O-,

$R^{16}R^{17}N-(C=O)-(R^{25}-N)-$, $R^{19}-O-(C=O)-(R^{25}-N)-$, and $R^{19}-O-(C=O)-$; wherein each of said
 (C_1-C_6) alkyl, (C_3-C_{10}) cycloalkyl, (C_6-C_{10}) aryl, (C_1-C_9) heteroaryl, (C_1-C_9) heterocyclic moieties of
said (C_1-C_6) alkyl, (C_6-C_{10}) aryl-, (C_1-C_9) heteroaryl-, (C_1-C_9) heterocyclic-, (C_1-C_6) alkyl-O-,
 (C_3-C_{10}) cycloalkyl-O-, (C_6-C_{10}) aryl-O-, (C_1-C_9) heteroaryl-O-, (C_1-C_9) heterocyclic-O-,
5 (C_3-C_{10}) cycloalkyl- (C_1-C_6) alkyl-O-, (C_6-C_{10}) aryl- (C_1-C_6) alkyl-O-,
 (C_1-C_9) heteroaryl- (C_1-C_6) alkyl-O- and (C_1-C_9) heterocyclic- (C_1-C_6) alkyl-O- radicals, may
optionally be substituted with one to three substituents independently selected from the group
consisting of (C_1-C_6) alkyl, (C_2-C_6) alkenyl, (C_2-C_6) alkynyl, (C_3-C_{10}) cycloalkyl, (C_6-C_{10}) aryl,
 (C_1-C_9) heteroaryl $(CH_2)_n$ -, (C_1-C_9) heterocyclic, halo, HO-, HO- $(C=O)-$, $R^{20}-O-(C=O)-$,
10 $R^{21}-(C=O)-$, $R^{22}-CO_2-$, $N\equiv C-$, $R^{23}R^{24}N-$, $R^{23}R^{24}N-(C_1-C_6)$ alkyl-, $R^{23}R^{24}N-(C=O)-$,
 $R^{23}R^{24}-N-SO_2-$, $R^{21}-SO_2-$, $R^{21}-SO_2-(NR^{21})-$, $R^{21}-SO_3-$, $R^{21}(C=O)-NH-$,
 $R^{21}(C=O)-[N-(C_1-C_6)alkyl]-$; $R^{21}(C=O)-NH-(C_1-C_6)alkyl-$; and
 $R^{21}(C=O)-[N-(C_1-C_6)alkyl]-(C_1-C_6)alkyl-$; wherein said (C_3-C_{10}) cycloalkyl, (C_6-C_{10}) aryl,
 (C_1-C_9) heteroaryl $(CH_2)_n$ -, (C_1-C_9) heterocyclic substituents may optionally be substituted on a
15 ring carbon or nitrogen by one to three members per ring independently selected from halo,
 (C_1-C_6) alkyl, and (C_1-C_6) alkoxy;
n is an integer from zero to four;
each of R^6 , R^7 , R^8 and R^9 is independently selected from the group consisting of
hydrogen, (C_1-C_6) alkyl, fluoro and -OH;
20 each of R^{10} and R^{11} is independently selected from the group consisting of hydrogen
and (C_1-C_6) alkyl;
each of R^{12} and R^{13} is independently selected from the group consisting of hydrogen,
fluoro and (C_1-C_6) alkyl;
each of R^{14} and R^{15} is independently selected from hydrogen or (C_1-C_4) alkyl;
25 each of R^{16} and R^{17} is independently selected from hydrogen, (C_1-C_6) alkyl,
 (C_6-C_{10}) aryl, (C_1-C_9) heteroaryl, (C_1-C_9) heterocyclic, (C_1-C_9) heteroaryl (C_1-C_6) alkyl,
 (C_6-C_{10}) aryl (C_1-C_6) alkyl, (C_1-C_9) heterocyclic (C_1-C_6) alkyl, HO- (C_1-C_6) alkyl, amino- (C_1-C_6) alkyl-,
 (C_1-C_6) alkylamino- (C_1-C_6) alkyl-, and $[(C_1-C_6)alkyl]_2$ amino- (C_1-C_6) alkyl-; wherein said each of
said (C_6-C_{10}) aryl, (C_1-C_9) heteroaryl, and (C_1-C_9) heterocyclic moieties of said (C_6-C_{10}) aryl-,
30 (C_1-C_9) heteroaryl-, (C_1-C_9) heterocyclic-, (C_6-C_{10}) aryl- (C_1-C_6) alkyl,
 (C_1-C_9) heteroaryl- (C_1-C_6) alkyl and (C_1-C_9) heterocyclic- (C_1-C_6) alkyl, may optionally be
substituted with one to three substituents independently selected from the group consisting of
halo, (C_1-C_6) alkyl or (C_1-C_6) alkoxy, or R^{16} and R^{17} are taken together to form an azetidiny,
pyrrolidiny, piperidiny, piperaziny, (C_1-C_6) alkyl-piperaziny, or morpholiny ring;
35 R^{18} is hydrogen, (C_1-C_6) alkyl, (C_6-C_{10}) aryl or (C_1-C_9) heteroaryl; wherein said
 (C_1-C_6) alkyl may optionally be substituted with a substituent selected from the group
consisting of HO-, amino, (C_1-C_6) alkylamino, $[(C_1-C_6)alkyl]_2$ amino, (C_6-C_{10}) aryl,

(C₁-C₉)heteroaryl, (C₁-C₉)heterocyclic, (C₁-C₆)alkoxy, HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, (C₁-C₆)alkyl-(C=O)-, N≡C-, [(C₁-C₆)alkyl]₂N-(C=O)- and (C₁-C₆)alkyl(C=O)-NH-;

R¹⁹ is hydrogen or (C₁-C₆)alkyl;

R²⁰ is hydrogen or (C₁-C₆)alkyl;

5 R²¹ is hydrogen or (C₁-C₆)alkyl;

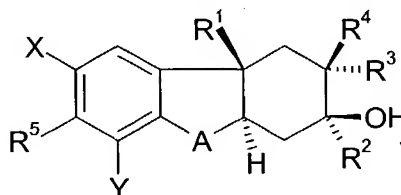
R²² is hydrogen or (C₁-C₆)alkyl;

each of R²³ and R²⁴ is independently selected from hydrogen, (C₁-C₆)alkyl, (C₆-C₁₀)aryl, (C₁-C₉)heteroaryl, (C₁-C₉)heterocyclic, (C₁-C₉)heteroaryl(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₁-C₆)alkyl, (C₁-C₉)heterocyclic(C₁-C₆)alkyl, HO-(C₁-C₆)alkyl, N≡C-(C₁-C₆)alkyl, 10 amino-(C₁-C₆)alkyl-, (C₁-C₆)alkylamino-(C₁-C₆)alkyl-, and [(C₁-C₆)alkyl]₂amino-(C₁-C₆)alkyl-; wherein said each of said (C₆-C₁₀)aryl, (C₁-C₉)heteroaryl, and (C₁-C₉)heterocyclic moieties of said (C₆-C₁₀)aryl-, (C₁-C₉)heteroaryl-, (C₁-C₉)heterocyclic-, (C₆-C₁₀)aryl-(C₁-C₆)alkyl, (C₁-C₉)heteroaryl-(C₁-C₆)alkyl and (C₁-C₉)heterocyclic-(C₁-C₆)alkyl, may optionally be substituted with one to three substituents independently selected from the group consisting of 15 halo, (C₁-C₆)alkyl or (C₁-C₆)alkoxy, or R²³ and R²⁴ are taken together to form an azetidiny, pyrrolidinyl, piperidinyl, piperazinyl, (C₁-C₆)alkyl-piperazinyl, or morpholinyl ring;

R²⁵ is hydrogen or (C₁-C₆)alkyl;

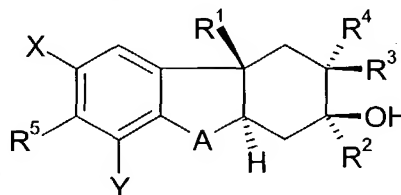
or a pharmaceutically acceptable salt thereof.

2. A compound according to claim 1, wherein said compound has the formula

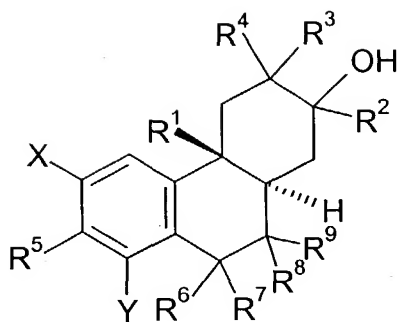


20

3. A compound according to claim 1, wherein said compound has the formula

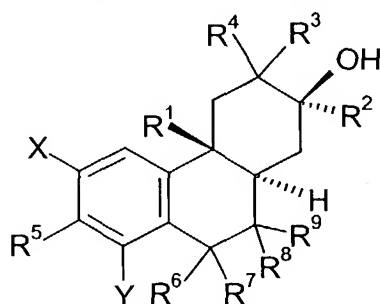


4. A compound according to claim 1, wherein said compound has the formula

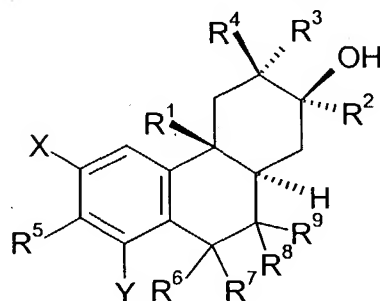


1a

5. A compound according to claim 1, wherein said compound has the formula

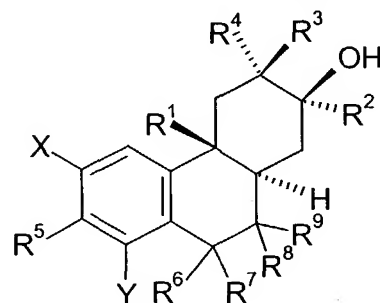


6. A compound according to claim 1, wherein said compound has the formula

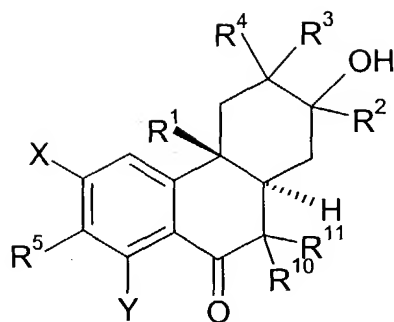


5

7. A compound according to claim 1, wherein said compound has the formula

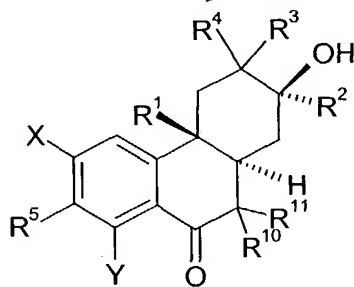


8. A compound according to claim 1, wherein said compound has the formula

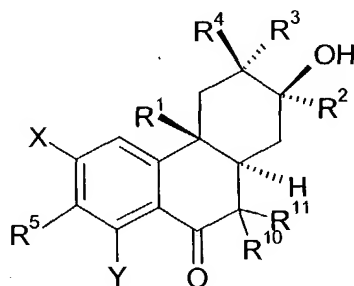


1b

9. A compound according to claim 1, wherein said compound has the formula

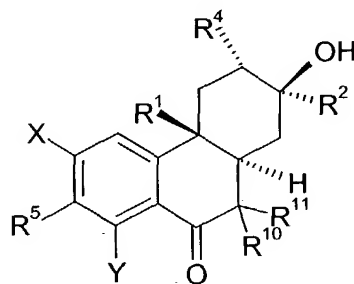


10. A compound according to claim 1, wherein said compound has the formula

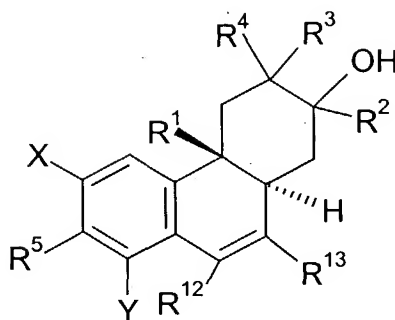


5

11. A compound according to claim 1, wherein said compound has the formula

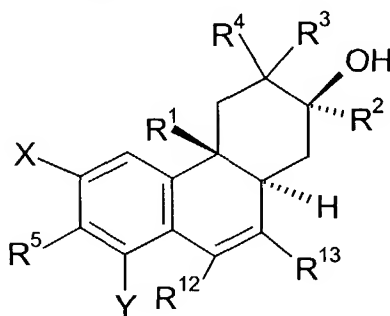


12. A compound according to claim 1, wherein said compound has the formula

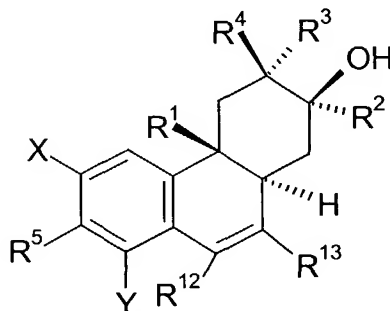


1c

13. A compound according to claim 1, wherein said compound has the formula

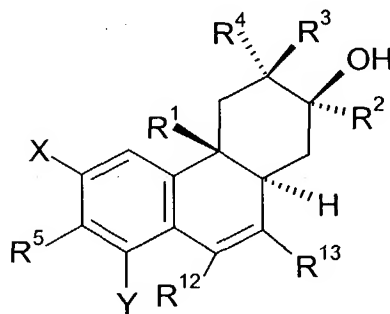


14. A compound according to claim 1, wherein said compound has the formula



5

15. A compound according to claim 1, wherein said compound has the formula



16. A compound according to any of the foregoing claims, wherein R¹ is ethyl or allyl.

17. A compound according to any of the foregoing claims, wherein R^2 is optionally substituted (C_6-C_{10})aryl.

18. A compound according to claims 1-16, wherein R^2 is optionally substituted (C_1-C_9)heteroaryl.

5 19. A compound according to claims 1-16, wherein R^2 is optionally substituted (C_3-C_5)heteroaryl.

20. A compound according to claims 1-16, wherein R^2 is optionally substituted (C_1-C_9)heterocyclyl.

10 21. A compound according to claims 1-16, wherein R^2 is optionally substituted phenyl.

22. A compound according to claims 1-16, wherein R^2 is phenyl.

23. A compound according to claims 1-16, wherein R^2 is optionally substituted thiazolyl.

15 24. A compound according to claims 1-16, wherein R^2 is optionally substituted pyridyl.

25. A compound according to claims 1-16, wherein R^2 is optionally substituted oxazolyl.

26. A compound according to claims 1-16, wherein R^2 is optionally substituted pyridin-2-yl.

20 27. A compound according to claims 1-16, wherein R^2 is optionally substituted thiazol-2-yl.

28. A compound according to claims 1-16, wherein R^2 is optionally substituted oxazol-2-yl.

25 29. A compound according to claims 1-16, wherein R^2 is pyridin-2-yl; optionally substituted with a substituent selected from halo, CF_3 , and (C_1-C_6)alkyl.

30. A compound according to claims 1-16, wherein R^2 is thiazol-2-yl; optionally substituted with a substituent selected from halo, CF_3 , or (C_1-C_6)alkyl.

31. A compound according to claims 1-16, wherein R^2 is oxazol-2-yl; optionally substituted with a substituent selected from halo, CF_3 , or (C_1-C_6)alkyl.

30 32. A compound according to claims 1-16, wherein R^2 is pyridin-2-yl.

33. A compound according to claims 1-16, wherein R^2 is thiazol-2-yl.

34. A compound according to claims 1-16, wherein R^2 is oxazol-2-yl.

35. A compound according to claims 1-16, wherein R^2 is (C_3-C_6)alkynyl.

36. A compound according to claims 1-16, wherein R^2 is (C_2-C_6)alkenyl.

35 37. A compound according to any of the foregoing claims, wherein R^3 is hydrogen.

38. A compound according to claims 1-36, wherein R^3 is (C₁-C₆)alkyl optionally substituted with a substituent selected from halo or hydroxy.
39. A compound according to claims 1-36, wherein R^3 is methyl, ethyl or propyl.
40. A compound according to claims 1-36, wherein R^3 is methyl.
- 5 41. A compound according to claims 1-36, wherein R^3 is optionally substituted (C₁-C₉)heteroaryl.
42. A compound according to claims 1-36, wherein R^3 is optionally substituted (C₁-C₉)heterocyclyl.
43. A compound according to claims 1-36, wherein R^3 is optionally substituted
10 (C₆-C₁₀)aryl.
44. A compound according to any of the foregoing claims, wherein R^4 is HO-.
45. A compound according to claims 1-36, wherein R^4 is $R^{14}R^{15}N$ -.
46. A compound according to any of the foregoing claims, wherein R^5 is -OH.
47. A compound according to claims 1-45, wherein R^5 is (C₁-C₆)alkyl-O-,
15 (C₃-C₁₀)cycloalkyl-O-, (C₆-C₁₀)aryl-O-, (C₁-C₉)heteroaryl-O-, or (C₁-C₉)heterocyclic-O-,
wherein each of said (C₁-C₆)alkyl, (C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl, (C₁-C₉)heteroaryl,
(C₁-C₉)heterocyclic moieties of said (C₁-C₆)alkyl-O-, (C₃-C₁₀)cycloalkyl-O-, (C₆-C₁₀)aryl-O-,
(C₁-C₉)heteroaryl-O-, (C₁-C₉)heterocyclic-O- radicals may optionally be substituted with one to
20 three substituents independently selected from (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl,
(C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl, (C₁-C₉)heteroaryl, (C₁-C₉)heterocyclic, halo, HO-, HO-(C=O)-,
 $R^{21}-(C=O)-$, $R^{22}-CO_2-$, $N\equiv C-$, $R^{23}R^{24}N-$, $R^{23}R^{24}N-(C=O)-$, $R^{21}(C=O)-NH-$,
 $R^{21}(C=O)-[N-(C_1-C_6)alkyl]-$.
48. A compound according to claims 1-45, wherein R^5 is optionally substituted
(C₆-C₁₀)aryl-, (C₁-C₉)heteroaryl-, (C₁-C₉)heterocyclic-, (C₆-C₁₀)aryl-(C₁-C₆)alkyl,
25 (C₁-C₉)heteroaryl-(C₁-C₆)alkyl or (C₁-C₉)heterocyclic-(C₁-C₆)alkyl; optionally substituted with
one to three substituents independently selected from (C₁-C₆)alkyl, (C₂-C₆)alkenyl,
(C₂-C₆)alkynyl, (C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl, (C₁-C₉)heteroaryl, (C₁-C₉)heterocyclic, halo,
HO-, HO-(C=O)-, $R^{21}-(C=O)-$, $R^{22}-CO_2-$, $N\equiv C-$, $R^{23}R^{24}N-$, $R^{23}R^{24}N-(C=O)-$, $R^{21}(C=O)-NH-$,
 $R^{21}(C=O)-[N-(C_1-C_6)alkyl]-$.
49. A compound according to claims 1-45, wherein R^5 is
30 (C₆-C₁₀)aryl-(C₁-C₆)alkyl-O-, (C₁-C₉)heteroaryl-(C₁-C₆)alkyl-O-,
(C₁-C₉)heterocyclic-(C₁-C₆)alkyl-O-, wherein each of said (C₆-C₁₀)aryl, (C₁-C₉)heteroaryl,
(C₁-C₉)heterocyclic moieties of said (C₆-C₁₀)aryl-(C₁-C₆)alkyl-O-
(C₁-C₉)heteroaryl-(C₁-C₆)alkyl-O-, and (C₁-C₉)heterocyclic-(C₁-C₆)alkyl-O-, may optionally be
35 substituted with one to three substituents independently selected from the group consisting of
(C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, (C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl,
(C₁-C₉)heteroaryl(CH₂)_n-, (C₁-C₉)heterocyclic, halo, HO-, HO-(C=O)-, $R^{20}-O-(C=O)-$,

$R^{21}-(C=O)-$, $R^{22}-CO_2-$, $N\equiv C-$, $R^{23}R^{24}N-$, $R^{23}R^{24}N-(C_1-C_6)alkyl-$, $R^{23}R^{24}N-(C=O)-$, $R^{21}(C=O)-NH-$, $R^{21}(C=O)-[N-(C_1-C_6)alkyl]-$; $R^{21}(C=O)-NH-(C_1-C_6)alkyl-$; and $R^{21}(C=O)-[N-(C_1-C_6)alkyl]-(C_1-C_6)alkyl-$; wherein said $(C_3-C_{10})cycloalkyl$, $(C_6-C_{10})aryl$, $(C_1-C_9)heteroaryl(CH_2)_n-$, $(C_1-C_9)heterocyclic$ substituents may optionally be substituted on a ring carbon or nitrogen by one to three members per ring independently selected from halo, $(C_1-C_6)alkyl$, and $(C_1-C_6)alkoxy$.

50. A compound according to claims 1-45, wherein R^5 is $(C_6-C_{10})aryl-(C_1-C_6)alkyl-O-$, $(C_1-C_9)heteroaryl-(C_1-C_6)alkyl-O-$, $(C_1-C_9)heterocyclic-(C_1-C_6)alkyl-O-$, wherein each of said $(C_6-C_{10})aryl$, $(C_1-C_9)heteroaryl$, $(C_1-C_9)heterocyclic$ moieties of said $(C_6-C_{10})aryl-(C_1-C_6)alkyl-O-$, $(C_1-C_9)heteroaryl-(C_1-C_6)alkyl-O-$, and $(C_1-C_9)heterocyclic-(C_1-C_6)alkyl-O-$, may optionally be substituted with a substituent selected from the group consisting of $(C_1-C_6)alkyl$, $(C_2-C_6)alkenyl$, $(C_2-C_6)alkynyl$, $(C_3-C_{10})cycloalkyl$, $(C_6-C_{10})aryl$, $(C_1-C_9)heteroaryl(CH_2)_n-$, $(C_1-C_9)heterocyclic$, halo, $HO-$, $HO-(C=O)-$, $R^{20}-O-(C=O)-$, $R^{21}-(C=O)-$, $R^{22}-CO_2-$, $N\equiv C-$, $R^{23}R^{24}N-$, $R^{23}R^{24}N-(C_1-C_6)alkyl-$, $R^{23}R^{24}N-(C=O)-$, $R^{21}(C=O)-NH-$, $R^{21}(C=O)-[N-(C_1-C_6)alkyl]-$; $R^{21}(C=O)-NH-(C_1-C_6)alkyl-$; and $R^{21}(C=O)-[N-(C_1-C_6)alkyl]-(C_1-C_6)alkyl-$; wherein said $(C_3-C_{10})cycloalkyl$, $(C_6-C_{10})aryl$, $(C_1-C_9)heteroaryl(CH_2)_n-$; $(C_1-C_9)heterocyclic$ substituents may optionally be substituted on a ring carbon or nitrogen by one to three members per ring independently selected from halo, $(C_1-C_6)alkyl$, and $(C_1-C_6)alkoxy$.

51. A compound according to claims 1-45, wherein R^5 is $(C_1-C_9)heteroaryl-(C_1-C_6)alkyl-O-$ optionally substituted with one to two substituents independently selected from the group consisting of $(C_1-C_6)alkyl$, $(C_2-C_6)alkenyl$, $(C_2-C_6)alkynyl$, $(C_3-C_{10})cycloalkyl$, $(C_6-C_{10})aryl$, $(C_1-C_9)heteroaryl(CH_2)_n-$, $(C_1-C_9)heterocyclic$, halo, $HO-$, $HO-(C=O)-$, $R^{20}-O-(C=O)-$, $R^{21}-(C=O)-$, $R^{22}-CO_2-$, $N\equiv C-$, $R^{23}R^{24}N-$, $R^{23}R^{24}N-(C_1-C_6)alkyl-$, $R^{23}R^{24}N-(C=O)-$, $R^{21}(C=O)-NH-$, $R^{21}(C=O)-[N-(C_1-C_6)alkyl]-$; $R^{21}(C=O)-NH-(C_1-C_6)alkyl-$; and $R^{21}(C=O)-[N-(C_1-C_6)alkyl]-(C_1-C_6)alkyl-$; wherein said $(C_3-C_{10})cycloalkyl$, $(C_6-C_{10})aryl$, $(C_1-C_9)heteroaryl(CH_2)_n-$, $(C_1-C_9)heterocyclic$ substituents may optionally be substituted on a ring carbon or nitrogen by one to three members per ring independently selected from halo, $(C_1-C_6)alkyl$, and $(C_1-C_6)alkoxy$.

52. A compound according to claims 1-45, wherein R^5 is $(C_1-C_9)heteroaryl-(C_1-C_6)alkyl-O-$ optionally substituted with one to two substituents independently selected from the group consisting of $(C_1-C_6)alkyl$, $(C_6-C_{10})aryl$, $(C_1-C_9)heteroaryl(CH_2)_n-$, halo, $HO-$, $HO-(C=O)-$, $R^{20}-O-(C=O)-$, $R^{21}-(C=O)-$, $R^{22}-CO_2-$, $N\equiv C-$, $R^{23}R^{24}N-$, $R^{23}R^{24}N-(C_1-C_6)alkyl-$, $R^{23}R^{24}N-(C=O)-$, $R^{21}(C=O)-NH-$, $R^{21}(C=O)-[N-(C_1-C_6)alkyl]-$; $R^{21}(C=O)-NH-(C_1-C_6)alkyl-$; and $R^{21}(C=O)-[N-(C_1-C_6)alkyl]-(C_1-C_6)alkyl-$; wherein said $(C_3-C_{10})cycloalkyl$, $(C_6-C_{10})aryl$, $(C_1-C_9)heteroaryl(CH_2)_n-$, $(C_1-C_9)heterocyclic$ substituents

may optionally be substituted on a ring carbon or nitrogen by one to two members per ring independently selected from halo, (C₁-C₆)alkyl, and (C₁-C₆)alkoxy;

wherein n is an integer from zero to two;

wherein each of R²³ and R²⁴ is independently selected from hydrogen, (C₁-C₆)alkyl, (C₆-C₁₀)aryl, (C₁-C₉)heteroaryl, (C₁-C₉)heterocyclic, (C₁-C₉)heteroaryl(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₁-C₆)alkyl, (C₁-C₉)heterocyclic(C₁-C₆)alkyl, HO-(C₁-C₆)alkyl, amino-(C₁-C₆)alkyl-, (C₁-C₆)alkylamino-(C₁-C₆)alkyl-, and [(C₁-C₆)alkyl]₂amino-(C₁-C₆)alkyl-; wherein said each of said (C₆-C₁₀)aryl, (C₁-C₉)heteroaryl, and (C₁-C₉)heterocyclic moieties of said (C₆-C₁₀)aryl-, (C₁-C₉)heteroaryl-, (C₁-C₉)heterocyclic-, (C₆-C₁₀)aryl-(C₁-C₆)alkyl, (C₁-C₉)heteroaryl-(C₁-C₆)alkyl and (C₁-C₉)heterocyclic-(C₁-C₆)alkyl, may optionally be substituted with one to two substituents independently selected from the group consisting of halo, (C₁-C₆)alkyl or (C₁-C₆)alkoxy, or R²³ and R²⁴ are taken together to form an azetidiny, pyrrolidinyl, piperidinyl, piperazinyl, (C₁-C₆)alkyl-piperazinyl or morpholinyl ring.

53. A compound according to claims 1-45, wherein R⁵ is optionally substituted (C₁-C₆)alkyl-O-.

54. A compound according to claims 1-45, wherein R⁵ is (C₁-C₆)alkyl-O- optionally substituted with one to three substituents independently selected from the group consisting of (C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl, (C₁-C₉)heteroaryl and (C₁-C₉)heterocyclic; wherein said (C₃-C₁₀)cycloalkyl, (C₆-C₁₀)aryl, (C₁-C₉)heteroaryl(CH₂)_n-, (C₁-C₉)heterocyclic substituents may optionally be substituted on a ring carbon or nitrogen by one to three members per ring independently selected from halo, (C₁-C₆)alkyl, and (C₁-C₆)alkoxy.

55. A compound according to claims 1-45, wherein R⁵ is (C₁-C₆)alkyl-O- substituted with one substituent selected from the group consisting of halo, HO-, HO-(C=O)-, R²⁰-O-(C=O)-, R²¹-(C=O)-, R²²-CO₂-, N≡C-, R²³R²⁴N-, R²³R²⁴N-(C=O)-, R²¹(C=O)-NH-, and R²¹(C=O)-[N-(C₁-C₆)alkyl]-; wherein R²³ and R²⁴ is independently selected from hydrogen, (C₁-C₆)alkyl, (C₆-C₁₀)aryl, (C₁-C₉)heteroaryl, (C₁-C₉)heterocyclic, (C₁-C₉)heteroaryl(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₁-C₆)alkyl, (C₁-C₉)heterocyclic(C₁-C₆)alkyl, HO-(C₁-C₆)alkyl, N≡C-(C₁-C₆)alkyl, amino-(C₁-C₆)alkyl-, (C₁-C₆)alkylamino-(C₁-C₆)alkyl-, and [(C₁-C₆)alkyl]₂amino-(C₁-C₆)alkyl-; wherein said each of said (C₆-C₁₀)aryl, (C₁-C₉)heteroaryl, and (C₁-C₉)heterocyclic moieties of said (C₆-C₁₀)aryl-, (C₁-C₉)heteroaryl-, (C₁-C₉)heterocyclic-, (C₆-C₁₀)aryl-(C₁-C₆)alkyl, (C₁-C₉)heteroaryl-(C₁-C₆)alkyl and (C₁-C₉)heterocyclic-(C₁-C₆)alkyl, may optionally be substituted with one to two substituents independently selected from the group consisting of halo, (C₁-C₆)alkyl or (C₁-C₆)alkoxy, or R²³ and R²⁴ are taken together to form an azetidiny, pyrrolidinyl, piperidinyl or morpholinyl ring.

56. A compound according to claims 1-45, wherein R⁵ is -C≡N, R¹⁶R¹⁷N-(C=O)-, R¹⁶R¹⁷-N-SO₂-, R¹⁸-SO₂-, R¹⁸-SO₂-(NR¹⁹)-, R¹⁸-SO₃-, R¹⁶-(C=O)-(R²⁵-N)-,

$R^{16}R^{17}N-(C=O)-(R^{25}-N)-$, $R^{19}-O-(C=O)-(R^{25}-N)-$, $R^{18}-(C=O)-O-$, $R^{18}-(C=O)-$, $R^{16}R^{17}N-(C=O)-O-$ or $R^{19}-O-(C=O)-$.

57. A compound according to claims 1-45, wherein R^5 is $R^{16}R^{17}N-(C=O)-$.
58. A compound according to claims 1-57, wherein X and Y are each hydrogen.
59. A compound according to claims 1-57, wherein one of X and Y is fluoro, chloro, or bromo.
60. A compound according to claims 1-57, wherein each of X and Y are independently selected from hydrogen, fluoro, chloro, or bromo.
61. A compound according to claims 1-57, wherein one of X and Y is (C_1-C_6) alkyl.
62. A compound according to claim 1, wherein said compound is
- (2R, 3S, 4aR, 10aR)-4a-Ethyl-2-prop-1-ynyl-1,2,3,4,4a,9,10,10a-octahydrophenanthrene-2,3,7-triol;
- (2R, 3S, 4aR, 10aR)-4a-Ethyl-7-(2-methylpyridin-3-ylmethoxy)-2-prop-1-ynyl-1,2,3,4,4a,9,10,10a-octahydrophenanthrene-2,3-diol;
- (2R, 3R, 4aR, 10aR)-7-[5-(2-Dimethylaminoethyl)-[1,2,4]oxadiazol-3-ylmethoxy]-4a-ethyl-3-methyl-2-phenyl-1,2,3,4,4a,9,10,10a-octahydrophenanthrene-2,3-diol
- (2R, 3R, 4aR, 10aR)-4a-Ethyl-3-methyl-2-pyridin-2-yl-1,2,3,4,4a,9,10,10a-octahydrophenanthrene-2,3,7-triol;
- (2R, 3R, 4aR, 10aR)-4a-Ethyl-3-methyl-7-(2-methylpyridin-3-ylmethoxy)-2-pyridin-2-yl-1,2,3,4,4a,9,10,10a-octahydrophenanthrene-2,3-diol;
- (2R, 3S, 4aR, 10aR)-4a-Ethyl-3-methyl-2-thiazol-2-yl-1,2,3,4,4a,9,10,10a-octahydrophenanthrene-2,3,7-triol;
- (2R, 3S, 4aR, 10aR)-4a-Ethyl-3-methyl-2-(4-methylthiazol-2-yl)-1,2,3,4,4a,9,10,10a-octahydrophenanthrene-2,3,7-triol;
- (2R, 3R, 4aR, 10aS)-4a-Ethyl-2,3,7-trihydroxy-3-methyl-2-phenyl-2,3,4,4a,10,10a-hexahydro-1H-phenanthren-9-one;
- (2R, 3R, 4aR, 10aS)-4a-Ethyl-3,9-dimethyl-2-phenyl-1,2,3,4,4a,10a-hexahydrophenanthrene-2,3,7-triol;
- (2R, 3R, 4aR, 10aR)-3,4a-Diethyl-2-phenyl-1,2,3,4,4a,9,10,10a-octahydrophenanthrene-2,3,7-triol;
- (2R, 3R, 4aR, 10aR)-4a-Ethyl-7-(2-hydroxy-ethoxy)-3-methyl-2-phenyl-1,2,3,4,4a,9,10,10a-octahydro-phenanthrene-2,3-diol;
- (2R, 3R, 4aR, 10aR)-4a-Ethyl-7-(3-hydroxy-propoxy)-3-methyl-2-phenyl-1,2,3,4,4a,9,10,10a-octahydro-phenanthrene-2,3-diol;
- (2R, 3R, 4aR, 10aR)-4a-Ethyl-7-(4-hydroxy-butoxy)-3-methyl-2-phenyl-1,2,3,4,4a,9,10,10a-octahydro-phenanthrene-2,3-diol;

(4*bR*, 7*R*, 6*R*, 8*aR*)-4-(4*b*-Ethyl-6,7-dihydroxy-6-methyl-7-phenyl-4*b*,5,6,7,8,8*a*,9,10-octahydro-phenanthren-2-yloxy)-butyronitrile;

(4*bR*, 7*R*, 6*R*, 8*aR*)-5-(4*b*-Ethyl-6,7-dihydroxy-6-methyl-7-phenyl-4*b*,5,6,7,8,8*a*,9,10-octahydro-phenanthren-2-yloxy)-pentanenitrile;

5 (4*bR*, 7*R*, 6*R*, 8*aR*)-2-(4*b*-Ethyl-6,7-dihydroxy-6-methyl-7-phenyl-4*b*,5,6,7,8,8*a*,9,10-octahydro-phenanthren-2-yloxy)-acetamide;

(2*R*, 3*R*, 4*aR*, 10*aR*)-4*a*-Ethyl-7-(4-hydroxy-4-methyl-pentyloxy)-3-methyl-2-phenyl-1,2,3,4,4*a*,9,10,10*a*-octahydro-phenanthrene-2,3-diol;

10 (2*R*, 3*R*, 4*aR*, 10*aR*)-4*a*-Ethyl-7-(5-hydroxy-5-methyl-hexyloxy)-3-methyl-2-phenyl-1,2,3,4,4*a*,9,10,10*a*-octahydro-phenanthrene-2,3-diol;

(2*R*, 3*R*, 4*aR*, 10*aR*)-4*a*-Ethyl-3-methyl-2-prop-1-ynyl-1,2,3,4,4*a*,9,10,10*a*-octahydro-phenanthrene-2,3,7-triol;

(2*R*, 3*R*, 4*aR*, 10*aR*)-4*a*-Ethyl-3-methyl-2-p-tolyl-1,2,3,4,4*a*,9,10,10*a*-octahydro-phenanthrene-2,3,7-triol; and

15 (2*R*, 3*R*, 4*aR*, 10*aR*)-4*a*-Ethyl-3-methyl-2-propenyl-1,2,3,4,4*a*,9,10,10*a*-octahydro-phenanthrene-2,3,7-triol.

63. A method of treating a disorder selected from the group consisting of inflammatory disorders, endocrine disorders; collagen diseases; dermatologic diseases; allergic states; ophthalmic diseases; respiratory diseases; hematologic disorders; neoplastic
20 diseases; edematous states; and gastrointestinal diseases in a mammal comprising administering to said mammal a therapeutically effective amount of a compound according to claim 1.

64. A pharmaceutical composition for treating a disorder selected from the group consisting of inflammatory disorders, endocrine disorders; collagen diseases; dermatologic
25 diseases; allergic states; ophthalmic diseases; respiratory diseases; hematologic disorders; neoplastic diseases; edematous states; and gastrointestinal diseases in a mammal comprising a therapeutically effective amount of a compound according to claim 1 or a salt or prodrug thereof, and a pharmaceutically acceptable carrier.

65. A method of treating inflammation in a mammal comprising administering to
30 said mammal a therapeutically effective amount of a compound of claim 1, an isomer thereof, a prodrug of said compound or isomer, or a pharmaceutically acceptable salt of said compound, isomer or prodrug.

66. A pharmaceutical composition for the treatment of inflammation comprising
35 an amount of a compound of claim 1 effective for treating inflammation, an isomer thereof, a prodrug of said compound or isomer, or a pharmaceutically acceptable salt of said compound, isomer or prodrug; and a pharmaceutically acceptable carrier, vehicle or diluent.